

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

In re WELLBUTRIN SR
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

ALL END-PAYOR CLASS ACTIONS

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) Civil Action No.: 04-cv-5898
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) Judge Lawrence F. Stengel
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**CLASS PLAINTIFFS' MOTION FOR FINAL APPROVAL OF
PROPOSED TPP CLASS SETTLEMENT**

Third-Party Payor Plaintiffs, Government Employees Health Association, Inc., IBEW – NECA Local 505 Health & Welfare Plan, A.F. of L. – A.G.C. Building Trades Welfare Plan, United Food and Commercial Workers Unions and Employers Midwest Health Benefits Fund and Sidney Hillman Health Center of Rochester, Inc. (collectively, “Class Plaintiffs”), by and through their undersigned counsel (“Class Counsel”), respectfully move this Court for an order and judgment pursuant to Federal Rules of Civil Procedure 23 and 54, finally approving: (i) the proposed settlement of the above-captioned action for twenty one million five hundred thousand dollars (\$21,500,000) on the terms set forth in the Settlement Agreement dated December 10, 2012 (D.I. 365-2); and (ii) the proposed Plan of Distribution (D.I. 365-4) and distribution of the settlement proceeds, net of any awards of attorneys’ fees, expenses and incentive awards, in accordance with the Plan of Distribution.

In support of this Motion, Class Counsel submit the accompanying: (a) Memorandum in Support of Class Plaintiffs’ Motion for Final Approval of Proposed TPP Class Settlement; (b) Declaration of Katherine Kinsella; and (c) Declaration of Daniel Coggeshall. This Motion further relies upon the briefs, affidavits and declarations filed in connection with: (a) Plaintiffs’ Unopposed Motion for Preliminary Approval of TPP Class Settlement (D.I. 365) and (b) Class

Plaintiffs' Motion for an Award of Attorneys' Fees, Reimbursement of Expenses, and Payment of Incentive Awards to the Class Representatives submitted herewith.

Defendant, SmithKline Beecham Corporation d/b/a GlaxoSmithKline, including GlaxoSmithKline plc, supports final approval of the proposed settlement and takes no position with respect to other matters. To date, there have been no objections to the relief requested herein. The Court has scheduled a hearing on final approval for June 27, 2013 (D.I. 367).

WHEREFORE, Class Plaintiffs respectfully move this Court for the entry of an Order substantially in the form attached hereto as Exhibit A.

Dated: April 12, 2013

Respectfully submitted,

/s/ Joseph H. Meltzer
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Proposed Class Counsel for the Proposed Class of Third Party Payors

CERTIFICATE OF SERVICE

I hereby certify that I have this day filed and served through the Court's ECF system a true and correct copy of the foregoing.

/s/ Joseph H. Meltzer